



Order Filed on February 28, 2020  
by Clerk,  
U.S. Bankruptcy Court  
District of New Jersey

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

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*Counsel to the Liquidating Trust*

In re:

FRANK THEATRES BAYONNE/SOUTH  
COVE, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

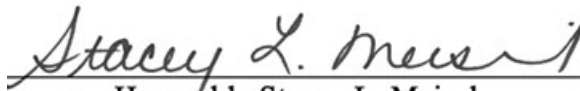
Case No. 18-34808 (SLM)

(Jointly Administered)

**ORDER GRANTING LIQUIDATING TRUST'S THIRD OMNIBUS OBJECTION  
TO CLAIMS SEEKING TO DISALLOW CERTAIN DUPLICATIVE CLAIMS**

The relief set forth on the following pages, number two (2) through and including four (4), is hereby **ORDERED**:

**DATED: February 28, 2020**

  
Honorable Stacey L. Meisel  
United States Bankruptcy Judge

<sup>1</sup> The Post-Confirmation Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank All Star Theatres, LLC (0420); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); and Galleria Cinema, LLC (2529).

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Debtors: Frank Theatres Bayonne/South Cove, LLC, *et al.*

Case No.: 18- 34808 (SLM)

Caption: Order Granting Liquidating Trustee's Third Omnibus Objection to Claims Seeking to Disallow Certain Duplicative Claims

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Upon the third omnibus objection (the "Omnibus Objection")<sup>2</sup> of the Liquidating Trust in the above-captioned Chapter 11 Cases seeking entry of an order, pursuant to sections 105(a) and 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1, disallowing and expunging each of the claims set forth on Schedule 1 hereto as duplicative of another filed claim; and the Court having jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Omnibus Objection being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Omnibus Objection has been given and that no other or further notice is necessary; and upon the record herein; and the Court having determined that the relief sought by the Omnibus Objection is in the best interests of the Liquidating Trust, the estates, and creditors; and after due deliberation and good and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Omnibus Objection is GRANTED as set forth herein.
2. The Duplicative Claims listed on Schedule 1 to this Order, each identified as a "Claim to Be Expunged," are disallowed and expunged in their entirety.
3. The rights of the Liquidating Trust to object in the future to any of the claims that are the subject of the Omnibus Objection on any grounds, and to amend, modify, and/or supplement the Omnibus Objection, including, without limitation, to object to amended or newly filed claims is hereby reserved. Without limiting the generality of the foregoing, the Liquidating

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Omnibus Objection.

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Debtors: Frank Theatres Bayonne/South Cove, LLC, *et al.*

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Trust specifically reserves the right to amend the Omnibus Objection, file additional papers in support of the Omnibus Objection, or take any other appropriate actions, including to (a) respond to any allegation or defense that may be raised in a response filed in accordance with the Omnibus Objection by or on behalf of any of the claimants or other interested parties; (b) object further to any Duplicative Claim for which a claimant provides (or attempts to provide) additional documentation or substantiation; and (c) objection further to any Duplicative Claim based on additional information that may be discovered upon further review by the Liquidating Trust or through discovery pursuant to the applicable provisions of the Bankruptcy Rules.

4. For the avoidance of doubt, nothing in the Omnibus Objection or this Order shall be deemed or construed to (a) constitute an admission as to the validity or priority of any claim against the Liquidating Trust, (b) an implication or admission that any particular claim is of a type specified or defined in this Order or the Omnibus Objection, and/or (c) constitute a waiver of the Liquidating Trust's rights to dispute any claim on any grounds.

5. The Liquidating Trust, its claims and noticing agent (Prime Clerk LLC), and the Clerk of this Court are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

6. The objection to each claim addressed in the Omnibus Objection and as set forth on Schedule 1 attached hereto, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim that is the subject of the Omnibus Objection and this Order. Any stay of this Order pending appeal by any claimants whose claims are subject to this Order shall only apply to the contested

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Debtors: Frank Theatres Bayonne/South Cove, LLC, *et al.*

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matter that involves such claimant and shall not stay the applicability and/or finality of this Order with respect to any other contested matters addressed in the Omnibus Objection and this Order.

7. The requirement set forth in Local Rule 9013-1(a)(3) that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Omnibus Objection or otherwise waived.

8. Notwithstanding any applicability of any of the Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

FRANK THEATRES BAYONNE/SOUTH COVE, LLC, *et al.*

Duplicative Claims

Schedule 1

Name of Claimant	Debtor	Remaining Claim Number	Duplicate or Amended Claim to be Disallowed	Claim Amount	Surviving POC Amount	Reason for Disallowance
BOTO SC Properties, LLC c/o M. Kevin McCarrell Fox Rothschild LLP 2 West Washington Street, Suite 1100 Greenville, SC 29601  BOTO SC Properties, LLC ATTN: Josh E. Fasel, SVP, Asset Management 8300 Douglas Avenue, Suite 900 Dallas, TX 75225	Frank Theatres Bayonne/South Cove, LLC	314	315	\$778,000.00	\$778,000.00	Deemed duplicative of Claim No. 314 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7 <sup>1</sup>
Chatham County Tax Commissioner Attn: Theresa C. Harrelson Post Office Box 8324 Savannah, Georgia 31412	Frank Entertainment Group, LLC	84	85	\$1,087.42 (Priority)	\$1,087.42 (Priority)	Deemed duplicative of Claim No. 84 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7

<sup>1</sup> References to “Omn. Obj.” are to the *Liquidating Trust’s Third Omnibus Objection to Claims Seeking to Disallow Certain Duplicative Claims*; references to “Dec.” are to the *Declaration of Robert N. Michaelson in Support of the Liquidating Trust’s Third Omnibus Objection to Claims Seeking to Disallow Certain Duplicative Claims*.

Chatham County Tax Commissioner Attn: Theresa C. Harrelson Post Office Box 8324 Savannah, Georgia 31412	Frank Management, LLC	84	86	\$1,087.42 (Priority)	\$1,087.42 (Priority)	\$1,087.42 (Priority)	Deemed duplicative of Claim No. 84 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶ 6-7
Chatham County Tax Commissioner Attn: Theresa C. Harrelson Post Office Box 8324 Savannah, Georgia 31412	Frank Theatres, LLC	84	87	\$1,087.42 (Priority)	\$1,087.42 (Priority)	\$1,087.42 (Priority)	Deemed duplicative of Claim No. 84 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶ 6-7
Chatham County Tax Commissioner Attn: Theresa C. Harrelson Post Office Box 8324 Savannah, Georgia 31412	Frank Management, LLC	84	88	\$1,087.42 (Priority)	\$1,087.42 (Priority)	\$1,087.42 (Priority)	Deemed duplicative of Claim No. 84 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶ 6-7
Deluxe/EchoStar LLC c/o Ronald A. Spinner Miller Canfield Paddock & Stone, PLC 150 West Jefferson Avenue, Suite 2500 Detroit, MI 48226  Brian Brown, Dir. Credit & Collections Deluxe Digital Cinema Inc. 2400 West Empire Avenue, 2nd Floor Burbank, CA 91504	Frank Theatres Bayonne/South Cove, LLC	39	44	\$137,072.10	\$137,072.10	\$137,072.10	Deemed duplicative of Claim No. 39 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶ 6-7

Department of the Treasury - Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346  Internal Revenue Service Attn: Devere Okafor 955 S Springfield Ave, Bldg A Springfield, NJ 07081	Frank Theatres Towne, LLC	113	129	\$15,120.00 (General Unsecured) \$6,480.00 (Priority)	\$15,120.00 (General Unsecured) \$6,480.00 (Priority)	\$15,120.00 (General Unsecured) \$6,480.00 (Priority)	Duplicate Claim. See Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7
Giordano, Halleran & Ciesla, P.C. Attn: Paul E. Minnefor 125 Half Mile Road, Suite 300 Red Bank, NJ 07701	Frank Entertainment Group, LLC	131	130	\$19,266.82	\$19,266.82	\$19,266.82	Duplicate Claim. See Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7
Johnson Controls Fire Protection f/k/a SimplexGrinnell Attn: Bankruptcy 50 Technology Drive Westminster, MA 01441	Frank Theatres Bayonne/South Cove, LLC	71	99	\$4,698.17	\$4,698.17	\$4,698.17	Duplicate Claim. See Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7
JTL Rock Hill, LLC c/o M. Kevin McCarrell Fox Rothschild LLP 2 West Washington Street, Suite 1100 Greenville, SC 29601	Frank Theatres Bayonne/South Cove, LLC	133	134	\$829,494.09	\$829,494.09	\$829,494.09	Deemed duplicative of Claim No. 133 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. See Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7
JTL Rock Hill, LLC, Cypress/Rock Hill II, L.P., Cypress/Rock Hill II GP, LLC ATTN: Brian C. Parro, CFO/VP 8343 Douglas Avenue, Suite 200 Dallas, TX 75225	Frank Theatres Bayonne/South Cove, LLC	236	289	\$250,000.00	\$250,000.00	\$250,000.00	Duplicate Claim. See Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7
Nicholas, Perot, Smith, Welch and Smith Attn: Eric P. Smith 219 First St. Liverpool, NY 13088	Frank Entertainment Group, LLC	34	32	\$4,812.30	\$4,812.30	\$4,812.30	Deemed duplicative of Claim No. 34 as a result of substantive consolidation pursuant to Section VIII.A
Shutts & Bowen LLP James A. Timko, Esq. 300 S. Orange Ave., #1600 Orlando, FL 32801							

						of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7
Shutts & Bowen LLP James A. Timko, Esq. 300 S. Orange Ave., #1600 Orlando, FL 32801	Frank Theatres Montgomeryville, LLC	34	33	\$4,812.30	\$4,812.30	Deemed duplicative of Claim No. 34 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Entertainment Rock Hill, LLC	211	184	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Galleria Cinema, LLC	211	186	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23-25; Dec. ¶¶ 6-7



Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Hospitality Saucon Valley LLC	211	187	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Revolutions of Saucon Valley LLC	211	189	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Management, LLC	211	202	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Towne, LLC	211	203	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7

Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Sanford, LLC	211	205	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Southern Pines, LLC	211	206	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Shallotte, LLC	211	207	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres York, LLC	211	208	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7

Sidley Austin LLP One South Dearborn Chicago, IL 60603	Revolutions at City Place, LLC	211	210	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Parkside Town Commons, LLC	211	212	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Bayonne/South Cove, LLC	211	213	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Rio, LLC	211	214	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7

Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres, LLC	211	215	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank All Star Theatres, LLC	211	216	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Kingsport LLC	211	217	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Montgomeryville, LLC	211	218	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7

Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Hospitality York, LLC	211	219	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Blacksburg LLC	211	221	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Entertainment PSL LLC	211	253	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Delray, LLC	211	255	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7

Sidley Austin LLP One South Dearborn Chicago, IL 60603	Frank Theatres Mt. Airy, LLC	211	256	\$43,437.70	\$43,437.70	Deemed duplicative of Claim No. 211 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Surrey Bank & Trust Attn: Linda S. Owen 145 N. Renfro Street Mount Airy, NC 27030  Daniel C. Bruton Bell Davis & Pitt, PA PO Box 21029 Winston-Salem, NC 27120	Frank All Star Theatres, LLC	4	5	\$1,008,214.54	\$1,008,214.54	Deemed duplicative of Claim No. 4 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7
Surrey Bank & Trust Attn: Linda S. Owen 145 N. Renfro Street Mount Airy, NC 27030  Daniel C. Bruton Bell Davis & Pitt, PA PO Box 21029 Winston-Salem, NC 27120	Frank Management, LLC	4	7	\$1,008,214.54	\$1,008,214.54	Deemed duplicative of Claim No. 4 as a result of substantive consolidation pursuant to Section VIII.A of the Modified Plan; claim to be expunged. <i>See</i> Omn. Obj. ¶¶15-16, 23- 25; Dec. ¶¶6-7

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